

490.1421 Procedure for and effect of administrative dissolution.

1. If the secretary of state determines that one or more grounds exist under [section 490.1420](#) for dissolving a corporation, the secretary of state shall serve the corporation with written notice of the secretary of state's determination under [section 490.504](#).

2. If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after service of the notice is perfected under [section 490.504](#), the secretary of state shall administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation under [section 490.504](#).

3. A corporation administratively dissolved continues its corporate existence but shall not carry on any business except that necessary to wind up and liquidate its business and affairs under [section 490.1405](#) and notify claimants under [sections 490.1406](#) and [490.1407](#).

4. The administrative dissolution of a corporation does not terminate the authority of its registered agent.

5. The secretary of state's administrative dissolution of a corporation pursuant to [this section](#) appoints the secretary of state the corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the corporation was authorized to transact business in this state. Service of process on the secretary of state under [this subsection](#) is service on the corporation. Upon receipt of process, the secretary of state shall serve a copy of the process on the corporation as provided in [section 490.504](#). [This subsection](#) does not preclude service on the corporation's registered agent, if any.

[89 Acts, ch 288, §153; 96 Acts, ch 1170, §11](#)

Referred to in [§490.1420](#), [490.1422](#)